

**STILLWATER & OAK PARK HEIGHTS  
Convention & Visitors Bureau (CVB)  
BYLAWS**

December 2014

**TABLE OF CONTENTS**

	<u>PAGE</u>
1. <b>Mission Statement &amp; Bylaws - 2/08</b>	<b>1 – 10</b>
2. <b>Certificate &amp; Articles of Incorporation</b>	<b>11</b>
3. <b>Adoption, Certification</b>	<b>12</b>
4. <b>ATTACHMENTS [ Certificate of Incorporation, Articles of Incorporation]</b>	<b>13-17</b>

**CVB BYLAWS**

1. **General Mission Statement & Bylaws** Effective: Feb. 2008

**MISSION STATEMENT**

The mission of the Stillwater and Oak Park Heights CVB is to increase the economic benefit of tourism with an emphasis on overnight stays.

# **BYLAWS**

## **ARTICLE I – GENERAL**

### **Section 1.**

The name of the corporation shall be Stillwater and Oak Park Heights Convention and Visitors Bureau, Inc., hereafter referred to as CVB.

### **Section 2.**

The objective of the CVB shall be to promote tourism and marketing of the Greater Stillwater area. The intent of the CVB shall be to attract overnight visitors, groups, meetings and conventions.

### **Section 3.**

No assets of the corporation shall inure to the benefit of or be paid to any person who is a member, director, officer, or other private person, except that reasonable compensation may be allowed for services rendered in furtherance of the goals of the CVB.

## **ARTICLE II – MEMBERSHIP**

### **Section 1.**

Voting membership in the CVB shall be limited to lodging properties within the municipal boundaries of Stillwater and Oak Park Heights which collect and remit a local option lodging tax as defined in Minnesota Statutes 469.190 and authorized by city ordinance. Voting members must be current and in good standing in said collection and remittance obligations with no defaults or delinquencies not under appeal pursuant to the terms of said city ordinance - lodging tax.

Each lodging business properties entity or individual shall be entitled to one representative membership, whether voting or non-voting, in the CVB.

### **Section 2.**

It is acknowledged that there shall be two lodging classification types:

1. Properties operating more than ten rental rooms shall be known as a Hotel or large property
2. Any property having ten rooms or less shall be known as a Bed and Breakfast or small property.

### **Section 3.**

Non-voting associate may be granted to individuals or businesses meeting the associate member requirements, as set forth by the CVB Board of Directors at their discretion and upon payment of any applicable dues.

### **Section 4.**

Any associate member may be suspended or revoked for cause as determined by the Board of Directors, provided that such membership may appeal to the board at the next regular or special meeting of the members, at which time he/she may be reinstated by a majority vote of the Board.

## ARTICLE III – DIRECTORS

### Section 1.

The affairs of the CVB shall be under the management of a Board of Directors and such officers, agents, employees or committees as the Board may elect, employ or appoint.

### Section 2.

Any voting member in good standing is eligible to serve on the Board of Directors.

The Board of Directors shall consist of the following seats with full voting privileges:

- One (1) representative from Oak Park Heights large or small properties, appointed by the representative group.
- Two (2) representatives from Stillwater small properties - appointed by the representative group.
- Four (4) representatives from Stillwater/Oak Park Heights large properties appointed by the representative group.

The Board of Directors shall include four non-voting associates to sit on the board in a consultant roll shall include:

- One (1) representative from IBA (Downtown Mainstreet Business Association), appointed by the representative group.
- One (1) representative from Stillwater Chamber of Commerce, appointed by the representative group.
- A representative of the City of Oak Park Heights
- A representative of the City of Stillwater

Mid-term Board vacancies will be filled by appointment by the appropriate representative group

### **Section 3.**

Powers and Duties of the Board of Directors shall include, but not be limited to

- Election of Officers.
- Set agenda for meetings [ regular, special, annual]
- Employ personnel and set salaries.
- Set all dues and fees for associate membership to the CVB.
- Keep the membership informed of the CVB's activities.
- Make decisions on expenditures of CVB revenues.
- Formulate marketing plans and advertising campaigns.
- Authorize representatives to attend trade shows, conferences or other tourism related functions
- Enter into agreements or contracts with other firms, businesses or individuals working in furtherance of the CVB's stated goals.

### **Section 4.**

Officers of the Board of Directors shall be limited to voting members in good standing. Only members of the Board shall be elected as officers. Officers shall be elected for two (2) years at the first regular meeting of the Board of Directors to be held after the annual meeting of the membership.

The duties of the officers shall include but not be limited to:

#### **President :**

- Preside at general CVB meetings and at all meetings of the Board of Directors.
- Make appointments to fill vacancies on the Board of Directors or for Officers for the remainder of the term, subject to the approval of the Board.
- Supervise the duties of all employees, contracted service providers or agents of the CVB, as directed by the Board of Directors.
- Represent the CVB at any meeting, convention, or other gathering where the interests of the CVB are at issue, or when so directed by the Board of Directors.

**Vice President :**

- Perform all duties of the President in his/her absence.
- In the event of death, resignation or retirement of the President, assume the duties of the president as President Pro Tem for the remainder of the current term and supervise the appointment of a new Vice President.
- Represent the Board at the request of the President.

**Secretary :**

- Oversee the record keeping of the CVB's meetings and activities
- Gather and distribute approved meeting minutes to CVB membership
- Represent the Board at the request of the President

**Treasurer :**

- Provide a full and accurate account of receipts and disbursements of the CVB that be kept in books belonging to the CVB.
- Sign all checks and drafts that are properly drawn on CVB funds. Any check over \$500.00 requires two signatures.
- Ensure all monies are deposited in the name of the CVB, in such depositories or safety vaults that may be designated by the Board of Directors.
- Represent the Board at the request of the President.
- Ensure that an annual audit is performed.

**Section 5.**

Commencing January 01, 2015, the board shall determine and implement a policy to modify the dates of service of each two board positions to result in a staggering of the terms of the board membership for election or reelection purposes. To achieve the directives of this provision, in no case shall a board seat be occupied for a period of more than 3 years from the date of January 01, 2015.

CVB officer positions shall serve terms of two years in length and may be elected to consecutive terms, not to exceed 3 consecutive terms per seat.  
(ARTICLE III – DIRECTORS continued)

**Section 6.**

Any Director who misses three consecutive meetings, without a valid reason given to a Board Officer prior to the third missed meeting, may result in his/her membership on the board to be terminated. Upon motion of a sitting board member, termination shall be determined by simple majority of attending board members by ballot vote at a regularly scheduled meeting of the board.

**Section 7.**

Directors must submit their resignation to the President.

**Section 8.**

A Conflict of Interest policy may be included in this organization's policy manual.

## **ARTICLE IV – MEETINGS**

### **Section 1.**

An annual meeting of the membership of the CVB, open to the public, - except where closed pursuant to the Open Meeting Laws of Minnesota [Mn Stat. Ch 13D ] - shall be held at such time and place as designated by the Board of Directors. Each member shall be notified by e-mail or postal mail at least three (3) weeks in advance of said meeting.

Prior to or at the Annual meeting each representative group must declare in writing to the Board of Directors their appointed representative for an open board seat.

Annual meetings shall be open to all members of the CVB in good standing and Associate voting members with all dues and assessments paid in full. Any and all business matters pertaining to the CVB may be considered and acted upon at the annual meeting, provided the same be in writing and presented to the Board of Directors at least fifteen (15) days prior to the meeting, so said business may be placed on the agenda.

All regular or special meetings of the CVB shall be similarly open to the public, except where closed pursuant to and in compliance with, the Open Meeting Laws of the State of Minnesota [ Mn Stat. Ch. 13D ].

### **Section 2.**

Meeting reports will be made to participating city councils by CVB board - approved meeting minutes and CVB board-approved marketing reports sent to city councils.

### **Section 3.**

The Board of Directors will meet at least four (4) times per year, at such time and place as they may determine. Additional meetings by the Board may be held throughout the year as is deemed necessary by the Board or called for by the President or two (2) or more board members. Board meetings are open to the membership and invited guests for observation; however, the President may invite membership comments at a specified time period and duration.



#### **Section 4.**

A quorum shall be required at all meetings, in which at least a simple majority of the Directors with full voting privileges are present.

### **ARTICLE V – AMENDMENTS TO BYLAWS**

#### **Section 1.**

These bylaws shall be brought forward for adoption or amendment by a two-thirds (2/3) vote of the Board of Directors.

#### **Section 2.**

After adoption of amended bylaws, by the Board Directors, The amended bylaws must be submitted to the City Councils of Oak Park Heights and Stillwater for approval.

#### **Section 3.**

Upon approval from the Cities and the Board, the President shall notify the membership of the pending bylaw amendments and the right to call a vote within ten [10 ] days of board approval, by US Mail - postage pre-paid.

#### **Section 4.**

Upon notice, any member in good standing may call for a balloted election of the bylaw amendments. Requests for a Call to Vote shall be filed with the President within fourteen (14) days after notice has been given of the pending amendments.

#### **Section 5.**

If no Call to Vote is filed within the designated period, the pending bylaw amendments shall be voted upon by the Board of Directors at their next scheduled regular meeting.

If a Call to Vote is received, pending bylaw changes shall be placed on a ballot. The President shall mail this ballot to all full members in good standing at least

fourteen (14) days before the Board meeting at which said balloting is scheduled and shall be closed and tallied

**Section 6.**

The President and Secretary, or their designee, shall validate the ballots and election. They shall report the results of the vote to the Board of Directors.

**Section 7.**

The Board of Directors shall, at its regular Board meeting, declare the amendments adopted or not adopted according to the majority of the votes cast.

**ARTICLE VI - DISSOLUTION**

In the event of, or at the time of dissolution of the CVB, any funds or assets remaining after paying all costs and expenses of such dissolution shall revert and be distributed as directed by law and the provisions of the Articles of Incorporation attached hereto [Article VII].

**CERTIFICATE OF INCORPORATION and  
ARTICLES OF INCORPORATION**

**ARTICLE VII**

Copies of the Certificate of Incorporation and Articles of Incorporation of the Stillwater & Oak Park Heights Convention & Visitor Bureau are attached hereafter and fully incorporated herein and as a part hereof.

**ARTICLE I**

**ADOPTION, CERTIFICATION**

The Bylaws may be altered, amended or repealed and new Bylaws may be purposed by the Board of Directors at any regular or special meeting of the Board of Directors. At which time Article V of these Bylaws will be followed.

The above Bylaws are certified to have been adopted by the Board of Directors of the Stillwater & Oak Park Heights Convention & Visitor Bureau on the

\_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
President of CVB

\_\_\_\_\_  
Vice President of CVB

\_\_\_\_\_  
Secretary of CVB

\_\_\_\_\_  
Treasurer of CVB

**4**

**ARTICLE I**

**Attachments**

**Certificate of Incorporation, Articles of Incorporation  
[pp 10-13]**

State of Minnesota

**SECRETARY OF STATE**

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

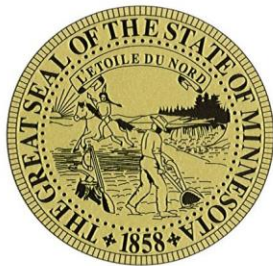
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Stillwater & Oak Park Heights  
Convention & Visitor Bureau

Corporate Charter Number: 2709237-2

Chapter Formed Under: 317A

This certificate has been issued on 02/08/2008.



*Mark Ritchie*  
Secretary of State.

NP-OR



**ARTICLES OF INCORPORATION  
OF  
STILLWATER & OAK PARK HEIGHTS  
CONVENTION & VISITOR BUREAU**

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

**ARTICLE I – NAME**

The name of this corporation shall be Stillwater & Oak Park Heights Convention & Visitor Bureau.

**ARTICLE II – REGISTERED OFFICE ADDRESS**

The place in Minnesota where the principal office of the corporation is to be located at 2190 Frontage Road West, Stillwater, Minnesota 55082.

**ARTICLE III – PURPOSE**

This corporation is a business organization as specified in Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is to market and promote the Stillwater and Oak Park Heights areas as business and leisure travel destinations.

**ARTICLE IV – EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earning of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organizations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or corresponding section of any future tax code, or by

an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

**ARTICLE V – MEMBERSHIP & BOARD OF DIRECTORS**

This organization shall have members. The eligibility, rights and obligations of the members will be determined by the organization’s bylaws.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation’s bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is eight (8); their names and addresses are as follows:

Steve Roll  
2190 Frontage Road West, Stillwater, MN

Jeff Stanton  
2200 Frontage Road West, Stillwater, MN

Chuck Dougherty  
15330 58<sup>th</sup> Street North, Oak Park Heights, MN

Jerry Helmberger  
303 Fourth Street North, Stillwater, MN

Kevin Shields  
102 Second Street North, Stillwater, MN

David Beudet  
14168 Oak Park Blvd, Oak Park Heights, MN

Ken Harycki  
216 Fourth Street North, Stillwater, MN

Sheryl E-Marshall  
206 Second Street South, Hudson, WI

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

**ARTICLE VI-PERSONAL LIABILITY**

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officer, or directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VII – DURATION/DISSOLUTION**

The duration of the corporate existence shall be perpetual until dissolution.

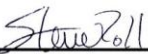
Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any




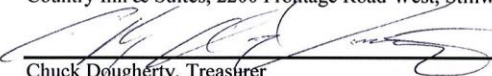
future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

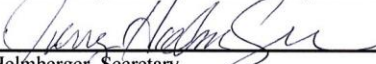
**ARTICLE VIII – INCORPORATORS**


In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this 16th day of January of 2008.

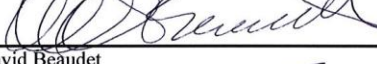
  
\_\_\_\_\_  
Steve Roll, President  
Stillwater Super 8, 2190 Frontage Road West, Stillwater, Minnesota 55082


  
\_\_\_\_\_  
Jeff Stanton, Vice President  
Country Inn & Suites, 2200 Frontage Road West, Stillwater, Minnesota 55082

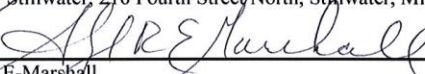
  
\_\_\_\_\_  
Chuck Dougherty, Treasurer  
Cover Park Manor, 15330 58<sup>th</sup> Street North, Oak Park Heights, Minnesota 55082

  
\_\_\_\_\_  
Jerry Helmberger, Secretary  
Aurora Staples Inn, 303 Fourth Street North, Stillwater, Minnesota 55082

  
\_\_\_\_\_  
Kevin Shields  
Lowell Inn, 102 Second Street North, Stillwater, Minnesota 55082

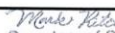
  
\_\_\_\_\_  
David Beaudet  
Mayor, City of Oak Park Heights  
City of Oak Park Heights, 14168 Oak Park Boulevard, Oak Park Heights, Minnesota 55082

  
\_\_\_\_\_  
Ken Harycki  
Mayor, City of Stillwater  
City of Stillwater, 216 Fourth Street North, Stillwater, Minnesota 55082

  
\_\_\_\_\_  
Sheryl E-Marshall  
Vice President, Greater Stillwater Chamber of Commerce  
PressEnter!, 206 Second Street South, Hudson, Wisconsin 54016

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 08 2008

  
Secretary of State